

**EXHIBIT 242**  
**REDACTED**



## Header Bidding and FAN

ACM

Sept 2nd, 2016

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Why did we get here?

What's our response?

What has changed and our response?

Why partnering with FB makes sense? Also consequences of status quo

Risks and benefits of partnering and what FB and Google gets?

Risks and mitigation

## New "Jedi for Networks" aka "Network Bidding" Offering

	AdX Buyside	Exchange Bidding	Jedi for Networks * (NEW)
Intended for...	DSPs, Networks, Agencies	SSPs/Exchanges	Mega networks like FB & GDN, maybe CRTO & AMZN
Auction type	2nd price (AdX auction)	1st price	1st price
Google rev share	20% from pub		
Policy regime	AdX policies	platform w/ restrictions	platform w/ restrictions
Inventory	DRX, AdMob, AdSense	opted-in DRX & AdMob*	opted-in DRX & AdMob*
Who pays pub	Google	Google	Buyer (Network) can decide

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## Risks and Benefits of Partnering and not Partnering

- What's in it for FAN:
  - First class access - we have last look on HB
  - Access to app - HB is mainly on web today
  - Global footprint - HB players mainly focused on US/EU
  - [REDACTED]
- What's in it for Google:
  - Makes DFP and AdMob sticky and provides us access to inventory, data and usage
  - Critical to help push mApp demand from mediation to RTB (more efficient auction environment, greater control over serving, move to % rev share)
  - [REDACTED] net revenue opportunity - potentially offset some auction we could lose
- Key risk for Google:
  - FB can use this solution to scale, get access to app and pull out of our product

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## Risks and Mitigations

Risk	Risk	Mitigation
FAN gets "first class" access to web (DFP) inventory	Low	<ul style="list-style-type: none"> <li>Desktop and mWeb is already very exposed due to other HB channels.</li> <li>Better to partner rather than let them become an anchor tenant of someone else's channel, and make DFP less competitive</li> </ul>
FAN gets real-time access to App AdMob inventory, putting margin pressure on GDN	Medium	<ul style="list-style-type: none"> <li>Working with FAN helps push app away from traditional mediation where we make no money (vs. [REDACTED] in this new setup) and don't see all the mediated inventory (so this increases the pool of available inventory)</li> <li>If we don't build it someone else will. Amazon already focusing on apps.</li> </ul>
Facebook is asking for direct billing -- Facebook can build competing platform in future or go direct to publisher	Low	<ul style="list-style-type: none"> <li>The risk here is same as what they can already do today.</li> <li>All competing HB platforms allow direct billing</li> <li>Mediation would require additional tech work on their side</li> </ul>
Other Networks could ask same access, putting more pressure on AdX margins	Low	<ul style="list-style-type: none"> <li>Minimum spend requirements ([REDACTED] annually)</li> <li>Would require them to negotiate pub by pub</li> </ul>

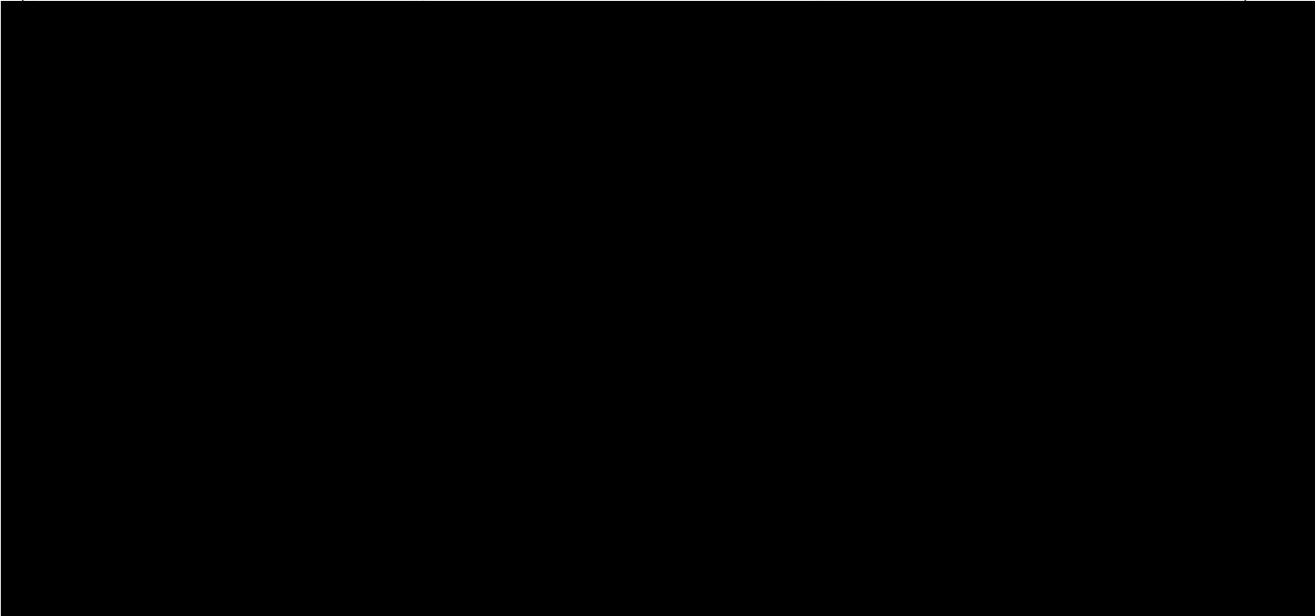
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Header bidding benefits pubs and buyers, challenges Google		Need to simplify
<p><b>Publisher: more money</b></p> <ul style="list-style-type: none"><li>- Pros:<ul style="list-style-type: none"><li>- Universal competition with real-time pricing</li><li>- Captures incremental demand</li><li>- No Google policies, no Google revshare</li></ul></li><li>- Cons:<ul style="list-style-type: none"><li>- Adds latency to every ad call</li><li>- Consumes mobile data &amp; battery</li><li>- Complex setup and reporting</li><li>- Manual management of demand sources</li></ul></li></ul> <p><b>DRX Challenges</b></p> <ul style="list-style-type: none"><li>- Creates a new auction outside our decision logic, policies, or fees</li><li>- Eliminates influence on latency and user experience</li><li>- Fewer queries matched, higher prices when we win</li><li>- Could become a competing ad platform</li></ul>	<p><b>Buyers: secure access to supply</b></p> <ul style="list-style-type: none"><li>- Pros:<ul style="list-style-type: none"><li>- Control the supply chain, reduce dependence on Google decision logic</li><li>- 100% user/placement visibility</li><li>- Real-time pricing increases win rate</li><li>- Rapid, ungoverned innovation</li><li>- Can reduce fees (no sell-side revshare)</li></ul></li><li>- Cons:<ul style="list-style-type: none"><li>- Increased QPS from pubs multi-listing</li><li>- Risk of bidding against self</li><li>- Higher prices due to more competition</li></ul></li></ul>	

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Response options

Could be pursued in addition to one of others



How to make EB better:

- more signals  - even lower rev share
- better cookie matching (we don't need to worry about Google data leakage if pub handles cookies with only, say, Rubicon)

Header Bidding does not appear to be slowing down

